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LAWRENCE H. ROGOVIN
PROFESSIONAL ASSOCIATION
17071 WEST DIXIE HIGHWAY
NORTH MIAMI BEACH, FLORIDA 33160

95 SEP 18 PM 12:25

TELEPHONE
TALLAHASSEE: (904) 948-1851
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LAWRENCE H. ROGOVIN*
* ALSO MEMBER OF THE NEW YORK BAR

September 15, 1995

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100001587651
-09/19/95--01031--005
****122.50 ****122.50

RE: MGB ATLANTIC, INC. (Articles of Incorporation)

Gentlemen:

We enclose original and a copy of Articles of Incorporation of MGB Atlantic, Inc.
for filing with your division.

We also enclose our check payable to the Secretary of State in the amount of \$122.50
in payment of the filing, certification and registered agent designation fees.

Please return to us a file stamped copy of the enclosed Articles.

Very truly yours,


LAWRENCE H. ROGOVIN

LHR:cmd
enclosures

SEP 20 1995

ARTICLES OF INCORPORATION
OF
MGB ATLANTIC, INC.

55 SEP 13 PM 12:24
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be ***MGB ATLANTIC, INC.***

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

17071 West Dixie Highway, Suite B
North Miami Beach, FL 33160

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1000) shares of One (\$1.00) Dollar par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Lawrence H. Rogovin, Esquire, 17071 West Dixie Highway, Suite B, North Miami Beach, FL 33160.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by amendment of the By-Laws but shall never

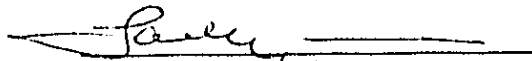
be less than one (1). The name and address of the initial director of this corporation is? 55 000 10 1000 20

Lawrence H. Rogovin
17071 West Dixie Highway
Suite B
North Miami Beach, FL 33160

ARTICLE VI - INCORPORATOR

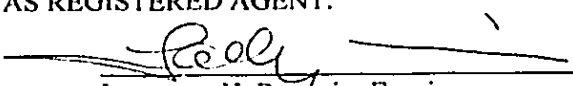
The name and address of the incorporator to these Articles of Incorporation is
Lawrence H. Rogovin, Esquire, 17071 West Dixie Highway, Suite B, North Miami Beach,
FL 33160.

The undersigned has executed these Articles of Incorporation this 15th day of
September, 1995.


Lawrence H. Rogovin, Incorporator
17071 West Dixie Highway
Suite B
North Miami Beach, FL 33160

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE
DESIGNATED IN ARTICLE IV OF THESE ARTICLES OF INCORPORATION, I
HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO
ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE
OBLIGATION OF MY POSITION AS REGISTERED AGENT.


Lawrence H. Rogovin, Esquire
Dated: September 15, 1995

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